

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

IN RE:)	CHAPTER 11
)	
MILLER AUTO PARTS & SUPPLY)	PROPOSED
COMPANY, INC., et al.,)	Jointly Administered Under
)	CASE NO. 14-68113-mgd
Debtors.)	

APPLICATION FOR AUTHORITY TO RETAIN GGG PARTNERS, LLC
AS FINANCIAL ADVISOR TO THE DEBTORS

COME NOW Miller Auto Parts & Supply Company, Inc., Johnson Industries, Inc., Miller Auto Parts & Paint Company, Inc., and AutoPartsTomorrow.com, LLC (collectively, the “**Debtors**”), debtors and debtors-in-possession in the above-styled proposed jointly administered Chapter 11 cases, and file this application for entry of an Order pursuant to sections 327(a) and 328(a) of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), authorizing the employment and retention of GGG Partners, LLC (“**GGG**”) as financial advisor to the Debtors.

In support of this Application, the Debtors respectfully represent as follows:

1.

On September 15, 2014 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The Debtors’ cases are proposed to be jointly administered. The Debtors have continued in possession of their property and management of their businesses as debtors-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

As of the date of this filing, no official committee of unsecured creditors has been appointed and no request for the appointment of a trustee or examiner has been made for either Debtor.

2.

Prior to the Petition Date, the Debtors retained GGG to provide financial advisory services to the Debtor pursuant to the terms of the attached engagement letter (the “Engagement Letter”). The Debtors wish to continue to employ GGG as their Financial Advisor during the pendency of this Chapter 11 case under the terms, including the compensation arrangement, set forth in the Engagement Letter.

3.

GGG is a highly qualified and respected financial advisory firm and is familiar with the Debtors’ operations and financial condition.

4.

During the pendency of this Chapter 11 cases, the Debtors contemplate that GGG will provide the following services:

- a. Assist and advise the Debtors with the analysis of the Debtors’ business, business plan, and strategic and financial position;
- b. Assist and advise the Debtors in connection with any sales or other dispositions of assets of the Debtors;
- c. Assist with the formulation, evaluation, implementation of various options for a restructuring plan to be confirmed in the Debtors’ jointly administered case under the Bankruptcy Code;
- d. Assist the Debtors in negotiations with creditors, shareholders, landlords and other appropriate parties-in-interest;

- e. Provide financial advisory services to the Debtors in connection with valuation, financial projection or other analyses with respect to a restructuring plan; and
- f. If necessary, participate in hearings before the bankruptcy court with respect to matters upon which GGG has provided advice, including coordinating with the Debtor's counsel with respect to testimony in connection therewith.

5.

Subject to the Court's approval, and in accordance with § 328(a) of the Bankruptcy Code, GGG will be paid post-petition under the terms of the Engagement Letter, including the reimbursement of its reasonable out-of-pocket expenses incurred in connection with this engagement.

6.

The overall compensation structure set forth in the Engagement Letter is comparable to compensation generally charged by corporate financial consulting firms of similar stature to GGG for comparable engagements, both in and out of court.

7.

To the best of the Debtors' knowledge, information, and belief, GGG is a "disinterested person" as that term is defined in § 101(14) of the Bankruptcy Code. Attached hereto is a declaration of a principal of GGG attesting that GGG has no connection with the Debtors, their creditors, any party in interest in this Chapter 11 case, or their respective attorneys and accountants, other than as set forth in the declaration.

WHEREFORE, based on the facts and disclosures above, the Debtors respectfully request that the Court:

- (a) grant the Debtors authority to employ and retain GGG as their financial advisor;

- (b) approve the terms of employment set forth in the Engagement Letter, pursuant to the provisions of Bankruptcy Code § 327(a) and Bankruptcy Rule 2014;
- (c) subject to approval of this Court, approve the compensation of GGG at the expense of the Debtors' estates on the terms set forth in the Engagement Letter, pursuant to the provisions of Bankruptcy Code § 328(a) and Bankruptcy Rule 2016; and
- (d) grant such other and further relief as is just and proper.

This 15th day of September, 2014.

MILLER AUTO PARTS & SUPPLY INC.


By: Randy Kulamer
Its: CEO

JOHNSON INDUSTRIES, INC.


By: Randy Kulamer
Its: CEO

MILLER AUTO PARTS & PAINT
COMPANY, INC.


By: Randy Kulamer
Its: CEO

AUTOPARTSTOMORROW.COM, LLC


By: Randy Kulamer
Its: CEO Sole Member

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**DECLARATION OF KATIE S. GOODMAN IN SUPPORT OF DEBTORS'
APPLICATION FOR AUTHORITY TO RETAIN GGG PARTNERS, LLC AS
FINANCIAL ADVISOR TO DEBTORS**

I, Katie S. Goodman managing partner of GGG Partners, LLC., declare under penalty of perjury as follows:

1.

I am a principal of the financial advisory firm of GGG Partners, LLC (the “Firm”), and in that capacity I have personal knowledge of, and authority to speak on behalf of, the Firm with respect to the matters set out herein. This Declaration is offered in support of the Application of the Debtors in the above-styled case to employ the Firm as the Debtors’ financial advisor (the “Application”), and the matters set out herein are true and correct to the best of my knowledge, information and belief.

2.

To the best of my knowledge, neither the Firm nor I have or represent any interest adverse to the Debtors or their estate, or have any material connections with the Debtors, their creditors, any other party in interest or their respective attorneys or accountants. The Firm is disinterested, as that term is defined in 11 U.S.C. § 101(14).

3.

The Firm has no principals or other professional employees who are related to any Judge of the United States Bankruptcy Court for the Northern District of Georgia.

4.

Prior to the commencement of this Chapter 11 case, the Firm has been paid approximately \$47,710.00 from pre-petition retainers for advising and assisting the Debtors in connection with this Chapter 11 case and related matters. The Firm currently holds a retainer in the amount of approximately \$37,267.50. Neither the Firm nor I have agreed to share any compensation or reimbursement received in connection with this engagement with any other person.

5.

To the best of my knowledge, the employment of the Firm as financial advisor for the Debtors would be appropriate under 11 U.S.C. § 327 and Bankruptcy Rule 2014.

This 16th day of September, 2014.



Katie S. Goodman

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§152 and 3571.

CERTIFICATE OF SERVICE

This is to certify that on this date I served a true and correct copy of the within and foregoing **Application for Authority to Retain GGG Partners, LLC as Financial Advisor to the Debtors** by causing same to be deposited in the United States Mail with adequate postage affixed thereon and addressed to the following persons:

Office of the United States Trustee
362 U.S. Courthouse
75 Spring Street, SW
Atlanta, GA 30303

This 16th day of September, 2014.

Respectfully submitted,

SCROGGINS & WILLIAMSON, P.C.

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aray@swlawfirm.com

/s/ J. Robert Williamson
J. ROBERT WILLIAMSON
Georgia Bar No. 765214
ASHLEY REYNOLDS RAY
Georgia Bar No. 601559

Counsel for the Debtors